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RECORDATION NO. 18674-D FILED 1425

April 14, 1994

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INTERSTATE COMMERCE COMMISSION

Direct Dial: (202)466-6532

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed six originals of the four documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a **Bill of Sale from Gunderson, Inc., to Shawmut Bank Connecticut, National Association**, a secondary document, dated April 14, 1994. The primary document to which this document is connected is recorded under Recordation Number 18674. We request that this document be recorded under Recordation Number 18674-D.

The names and addresses of the parties to the Bill of Sale are:

Seller:

Gunderson, Inc.
4350 N.W. Front Avenue
Portland, OR 97210

Purchaser:

Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, CT 06115

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Lessor:

Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, CT 06115

Lessee:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

A description of the equipment covered by the Lease Supplement (SPTC Trust No. 1994-1) No. 2 consists of 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive.

IV. The fourth document is **Trust Indenture Supplement No. 2 (SPTC Trust No. 1994-1)**, a secondary document, dated April 14, 1994. The primary document to which this document is connected is recorded under Recordation Number 18674. We request that this document be recorded under Recordation Number 18674-G.

The name and address of the party to Trust Indenture Supplement No. 2 (SPTC Trust No. 1994-1) is:

Owner Trustee:

Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, CT 06115

A description of the equipment covered by Trust Indenture Supplement No. 2 (SPTC Trust No. 1994-1) consists of 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive.

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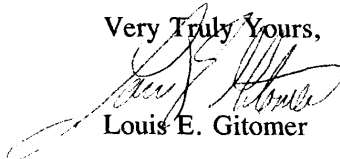
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A fee of \$72.00 is enclosed. Please return five originals of each of the four documents to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Bill of Sale from Gunderson, Inc., 4350 N.W. Front Avenue, Portland, OR 97210, to Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, covering 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive; (2) a Bill of Sale from Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, to Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, covering 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive; (3) Lease Supplement (SPTC Trust No. 1994-1) No. 2, between Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, covering 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive; and (4) Trust Indenture Supplement No. 2 (SPTC Trust No. 1994-1) by Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, covering 70 Maxi-Stack III double stack container cars numbered SP 513930-513999, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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GUNDERSON, INC.

INTERSTATE COMMISSION

BILL OF SALE

GUNDERSON, INC., an Oregon corporation (the "Manufacturer"), for the sum of One Dollar (\$1.00) and other valuable consideration in full payment for the equipment hereinafter specified, receipt of which is hereby acknowledged, by these presents, does hereby sell, assign, transfer and set over unto SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION ("Shawmut"), not in its individual capacity but solely as Owner Trustee under a Trust Agreement (SPTC Trust No. 1994-1), dated as of January 15, 1994, between Shawmut and PMCC Leasing Corporation (Shawmut, in such capacity, the "Buyer"), the following equipment (the "Units"):

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
70	Maxi-Stack III Double Stack Container Cars	SP 513930-513999, inclusive

The Manufacturer hereby warrants to the Buyer, its successors and assigns, that the Manufacturer is the sole owner of the Units; that the Units are new, and that title thereto, hereby vested in the Buyer, is free and clear from any and all security interests, liens, encumbrances, leases, or claims or rights of others of any kind whatsoever, and the Manufacturer agrees with the Buyer, and its successors and assigns, that the Manufacturer will warrant and defend such title forever against all claims and demands arising by, through or under the Manufacturer.

IN WITNESS WHEREOF, Gunderson, Inc. has caused this instrument to be executed on its behalf by a Senior Vice President and Operating Officer of Gunderson, Inc. and attested by a Vice President of Gunderson, Inc. who are thereunto duly authorized, this 14 day of April, 1994.

GUNDERSON, INC.

By DL Ballo
Title: Vice President

Attest: Howard P. Lott
Title: Asst. Sec.